

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Decision declaring corporation to be no longer a reporting issuer following the acquisition of all of its outstanding securities by another issuer.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c.S.5, as am., s.83.

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, NEWFOUNDLAND AND LABRADOR,
NOVA SCOTIA, ONTARIO, QUEBEC AND SASKATCHEWAN
AND
IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF
APPLICATIONS
AND
IN THE MATTER OF
TD PRIVATE INTERNATIONAL BOND FUND TD PRIVATE RSP INTERNATIONAL
BOND FUND

(individually a **Fund** and collectively, the **Funds**)

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the **Decision Maker**) in each of Alberta, Newfoundland and Labrador, Nova Scotia, Ontario, Quebec and Saskatchewan (the **Jurisdictions**) has received an application from TD Asset Management Inc. (**TDAM**), in its capacity as trustee and manager of the Funds for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the Funds be deemed to have ceased to be reporting issuers in the Jurisdictions;

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the **System**), the Ontario Securities Commission is the principal regulator for this application;

AND WHEREAS TDAM and the Funds have represented to the Decision Makers that:

1. TDAM is a wholly-owned subsidiary of the Toronto-Dominion Bank.
2. TDAM is subject to the *Ontario Business Corporations Act* and its head office is located in Toronto, Ontario.
3. TDAM is the trustee and manager of the Funds.

4. Each Fund is a mutual fund trust governed under the laws of Ontario pursuant to an amended and restated Trust Indenture dated as of March 26, 2002, as amended on April 15, 2002.
5. The Funds filed a simplified prospectus dated February 3, 1998 and became reporting issuers on that date in Ontario and each of the Non-Principal Jurisdictions.
6. The Funds are currently reporting issuers in Ontario and each of the Non-Principal Jurisdictions.
7. To the best of TDAM's knowledge, the Funds are not in default of any of their obligations as reporting issuers under the Legislation or any of the requirements of the securities laws of the Jurisdictions.
8. There is no current prospectus for the Funds.
9. TDAM, on its own behalf and not in its capacity as trustee of the Funds, is the sole registered unitholder of each Fund and as such is the sole beneficial owner of all the outstanding units of each Fund.
10. Other than the units of each Fund held by TDAM on its own behalf, each Fund has no securities, including debt securities, outstanding.
11. TDAM has determined that it is no longer desirable to offer units in the Funds to the public.

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the **ADecision@**);

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that the Funds be deemed to have ceased to be reporting issuers in each of the Jurisdictions.

DATED June 28th, 2002

Paul A. Dempsey
Paul A. Dempsey
Manager, Investment Funds
Capital Markets Branch
